



Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

RECORDATION NO. **17405-K**
LED 1425

March 5, 1993

MAR 6 1993 10:20 AM

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

3-067A007

**Subject: Recordation of Memorandum of
Locomotive Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Lease Agreement, dated as of February 16, 1993, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405.

The names and addresses of the parties to the enclosed Memorandum of Locomotive Lease are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: The Atchison, Topeka and Santa Fe Railway
Company
1700 Golf Road
Schaumburg, Illinois 60173-5860

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of February 16, 1993, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), relating to twenty General Electric Diesel Electric Locomotives, bearing Road Nos. 8021, 8025, 8046, 8058, 8084, 8095, 8130, 8134, 8137, 8139, 8066, 8077, 8093, 8133, 8140, 8141, 8147, 8017, 8123, 8151.

Respectfully submitted,



Dennis C. Taylor,
Manager-Locomotive Leasing

Enclosures

RECORDATION NO. 174055K FILED 1425

SCHEDULE I

MAR 8 1993 10-20 AM

INTERSTATE COMMERCE COMMISSION

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric	20	8021
Diesel Electric		8025
Locomotives		8046
		8058
		8084
		8095
		8130
		8134
		8137
		8139
		8066
		8077
		8093
		8133
		8140
		8141
		8147
		8017
		8123
		8151

Interstate Commerce Commission
Washington, D.C. 20423

3/8/93

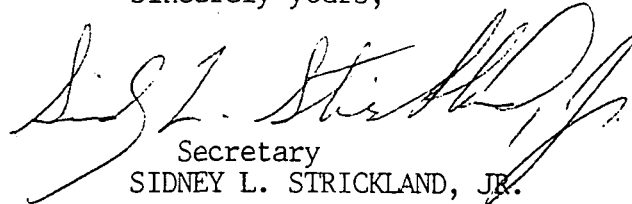
OFFICE OF THE SECRETARY

Michael J Baughman
Counsel
General Electric Company
2901 East Lake Road
Building 14-5
Erie Pennsylvania 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/8/93 at 10:20am , and assigned
recordation number(s). 17405-K

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

27405-K

MAR 8 1993 10:20 AM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

On the 16th day of February, 1993, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation with offices at 1700 East Golf Road, Schaumburg, Illinois 60173-5860 ("Lessee"), entered into Locomotive Lease Schedule Number ATSF 93-2, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated March 8, 1991, between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on July 1, 1991 at 3:45 P.M. under I.C.C. file/index number 17405.

Road Number			Model
8021	8025	8046	all C30-7
8058	8084	8095	all C30-7
8130	8134	8137	all C30-7
8139	8066	8077	all C30-7
8093	8133	8140	all C30-7
8141	8147	8017	all C30-7
8123	8151		all C30-7

GENERAL ELECTRIC COMPANY

By: Dennis C. TaylorName: Dennis C. TaylorTitle: Manager - Locomotive Leasing

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

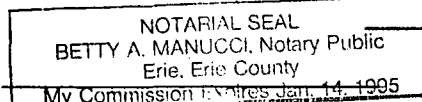
By: D.M. SizemoreName: D.M. SIZEMORETitle: AVP & Chief Mech. Officer

Commonwealth of Pennsylvania }

County of Erie }

On this, the 16th day of February, 1993, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal



My commission expires:

State of Illinois }

County of Cook }

On this, the 2nd day of March, 1993, before me, the undersigned officer, personally appeared D.M. Sizemore, who acknowledged himself to be the AVP & CMO of The Atchison, Topeka and Santa Fe Railway Company, a corporation, and that he as AVP & CMO, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as AVP & CMO.

In witness whereof, I hereunto set my hand and official seal.

L.M. Surin
Notary Public

My commission expires: Jan. 17, 1996